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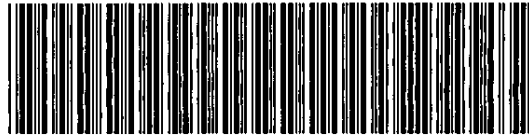
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Merger

AUG 10 2016

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Bolaños Truxton, P.A.

**2121 Ponce De Leon Boulevard
Suite 950
Coral Gables, Florida 33134
Telephone: (305) 567-0424
Facsimile: (305) 567-0423**

**12800 University Drive
Suite 350
Ft. Myers, Florida 33907
Telephone: (239) 437-5421
Facsimile: (239) 437-5797**

Reply to Ft. Myers

Email: WCueva@bolanostruxton.com

July 21, 2016

Federal Express

Florida Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

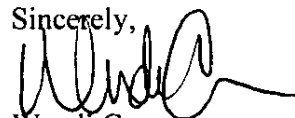
Re: Amber Group, Inc. (Surviving Company)
Amber Vacation Resorts, Inc.

To whom it may concern:

Please find enclosed the Articles of Merger and Plan of Merger for the above referenced entities together with our check in the amount of \$70.00, which represents the Filing Fees.

If you have any questions, please do not hesitate to call.

Sincerely,



Wendi Cueva
Florida Registered Paralegal

Articles of Merger

Amber Group, Inc., a Florida corporation (referred to herein as "Amber Group") and **Amber Vacation Resorts, Inc.** a Florida corporation (referred to herein as "AVRI") hereby adopt these Articles of Merger, pursuant to Sections 607.1101 and 607.1105, Florida Statutes, for the purpose of merging AVRI into Amber Group.

Article One Plan of Merger

The Plan of Merger is attached hereto and made a part hereof. All references herein to the Merger, shall mean the merger of Amber Group, as the Surviving Corporation, and AVRI, as the Merging Corporation, as contemplated by the Plan of Merger.

Article Two Effective Date

The Merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

Article Three Shareholder and Director Approval

The Plan of Merger has been duly approved by resolutions of the shareholders and directors of the Surviving Corporation and Merging Corporation as of the 13 day of June, 2016.

Article Four Surviving Corporation

Amber Group shall be the corporation surviving the Merger and shall continue its corporate existence and remain a Florida corporation governed by and subject to the laws of the State of Florida.

In Witness Whereof, the undersigned have caused these Articles of Merger to be duly executed by their respective authorized officers.

Amber Group, Inc.,
a Florida corporation

By: 

Stacy R. Hartzog, President

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Amber Vacation Resorts, Inc.,
a Florida corporation

By: [Signature]
Thomas W. Mosser, President

State of Florida)
) ss
County of Volusia)

The foregoing instrument was acknowledged before me this 13 day of June, 2016, by Stacy R. Hartzog, as President of Amber Group, Inc., a Florida corporation. She (☒) is personally known to me or () has produced _____ as identification.



[Signature]
Notary Public, State of Florida
Print Name:
My commission expires:

State of Florida)
) ss
County of Volusia)

The foregoing instrument was acknowledged before me this 13 day of June, 2016, by Thomas W. Mosser, as President of Amber Vacation Resorts, Inc., a Florida corporation. He/She (☒) is personally known to me or () has produced _____ as identification.



[Signature]
Notary Public, State of Florida
Print Name:
My commission expires:

Plan of Merger

Plan of Merger of **Amber Group, Inc.**, a Florida corporation (referred to herein as "Amber Group") and **Amber Vacation Resorts, Inc.** a Florida corporation (referred to herein as "AVRI").

Preliminary Statement

This Plan of Merger contemplates a merger of AVRI, as the Merging Corporation, with and into Amber Group, as the Surviving Corporation, pursuant to the provisions of Section 607.1101, Florida Statutes.

1. Preliminary Statement. The Preliminary Statement is true and correct and by this reference is incorporated by reference herein.
2. Definitions. For purposes of this Plan of Merger:
 - (a) "Corporations" shall collectively mean the Surviving Corporation and the Merging Corporation.
 - (b) "Effective Date" shall mean the date on which the Articles of Merger are filed with the Secretary of State of the State of Florida.
 - (c) "Merger" shall mean the merger of the Corporations, as contemplated by this Plan of Merger.
 - (d) "Merging Corporation" shall mean AVRI.
 - (e) "Shareholders" shall mean the shareholders of record of the Corporations as of the Effective Date of this Merger.
 - (f) "Surviving Corporation" shall mean Amber Group.
3. The Merger. The Merging Corporation shall, on the Effective Date, be merged with and into the Surviving Corporation, pursuant to Section 607.1101, Florida Statutes.
4. Articles of Merger. The Corporations shall file Articles of Merger in the form attached hereto as Exhibit "A" hereto (referred to herein as the "Articles of Merger") with the Secretary of State of the State of Florida, in order to effectuate the Merger. The Merger shall become effective on the filing of the Articles of Merger with the Secretary of State of the State of Florida (i.e. the Effective Date). The separate existence of the Merging Corporations shall cease on the Effective Date.

5. **Surviving Corporation.** Amber Group shall be the corporation surviving the Merger and shall continue its corporate existence and remain as a Florida corporation governed by and subject to the laws of the State of Florida. The identity, existence, purposes and powers of the Surviving Corporation shall continue unaffected and unimpaired by the Merger.
6. **Articles of Incorporation.** The Articles of Incorporation of Amber Group, in effect as of the Effective Date, shall remain, in all respects, the Articles of Incorporation of the Surviving Corporation, without any modification or amendment by the Merger.
7. **Bylaws.** The Bylaws of Amber Group, in effect as of the Effective Date, shall remain, in all respects, the Bylaws of the Surviving Corporation, without any modification or amendment by the Merger.
8. **Directors and Officers.** The directors and officers of Amber Group, who are in office as of the Effective Date, shall remain as the directors and officers of the Surviving Corporation, retaining their respective positions and terms of office.
9. **Cancellation of Shares.** Amber Group is currently the sole shareholder of AVRI. Accordingly, all shares of AVRI shall be cancelled and surrendered.
10. **Capital Stock of Surviving Corporation.** The authorized capital stock of the Surviving Corporation shall be as set forth in the Articles of Incorporation of Amber Group, in effect as of the Effective Date, and shall not be affected, in any respect, by the Merger. Each issued and outstanding share of stock of Amber Group, as of the Effective Date, shall remain issued and outstanding.
11. **Assets and Liabilities.** All property, real, personal and mixed, and all debts due to the Merging Corporation, and every other interest of or belonging to the Merging Corporation shall be deemed to be transferred to and vested in the Surviving Corporation as of the Effective Date without any further act or deed. All property and every other interest of the Merging Corporation shall thereafter be the property of the Surviving Corporation, and the title to any real estate or any interest therein, whether vested by deed or otherwise, in the Merging Corporation, shall automatically be vested in the Surviving Corporation, and shall not revert or in any way be impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon the property of the Merging Corporation shall be preserved and unimpaired and any debts, liabilities, obligations and duties of the Merging Corporation shall attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by

it, unless there is an agreement to the contrary with creditors. Any action or proceeding pending by or against the Merging Corporation may be prosecuted to judgment as if the Merger had not taken place or, in the alternative, the Surviving Corporation may be substituted in place of the Merging Corporation. Any debts owing by any one of the Corporations to the other Corporation shall be cancelled and discharged in full by the Merger.

12. Further Action. The officers and directors of Amber Group, as the Surviving Corporation, are hereby authorized and directed, in the name of and on behalf of any of the Corporations, at any time after the Effective Date, to execute and deliver any further documents and to take any further actions that may be necessary or appropriate, in their discretion, in order to effectuate the intent and purposes of this Plan of Merger.

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